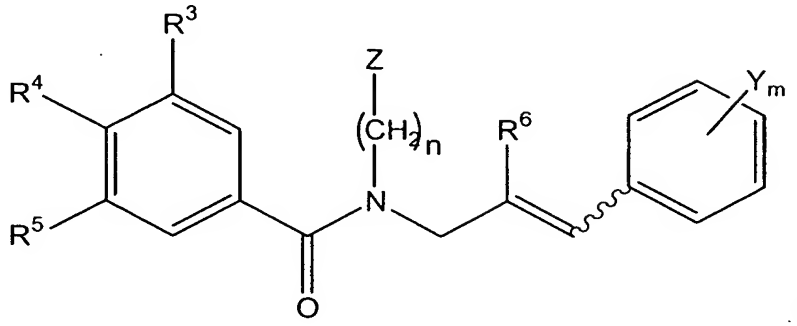
WHAT IS CLAIMED IS:

1. A modulator of the structure (I), or a salt thereof:



(I),

where m is an integer from 1 to 5;

each Y is independently selected from the group consisting of hydrogen, halogen, -CN, -NO_2, -OH, -OR', -C(O)R', -CO_2R', -O(CO)R', -C(O)NR'R", -OC(O)NR'R", -SR', -SOR', -SO_2R', -SO_2NR'R", -NR'R", -NR'C(O)R", -NR'$C(O)_2$R", -NR'SO_2R", -NR'(CO)NR"R'", unsubstituted or substituted C_{1-8} alkyl, unsubstituted or substituted C_{2-8} alkenyl, unsubstituted or substituted C_{2-8} alkynyl, unsubstituted or substituted C_{3-8} cycloalkyl, unsubstituted or substituted C_{6-10} aryl, unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocyclyl;

where each R', R" and R'" are independently hydrogen, halogen, unsubstituted or substituted C_{1-8} alkyl, unsubstituted or substituted C_{6-10} aryl, unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocyclyl;

n is 0, 1, 2 or 3;

Z is $-CHR^1R^2-$, -OR^1, or $-NR^1R^2$;

R^1 and R^2 are each independently substituted or unsubstituted alkyl or hydrogen, or Z in combination with R^1 and R^2 form a substituted

or unsubstituted 5- to 8-membered ring comprising at least one nitrogen and 0 to 3 additional heteroatoms;

R^6 is alkyl, hydrogen, or halogen; and

R^3, R^4, and R^5 are each independently selected from the group consisting of hydrogen, halogen, -CN, $-NO_2$, -OH, -OR', -C(O)R', $-CO_2R'$, -O(CO)R', -C(O)NR'R", -OC(O)NR'R", -SR', -SOR', $-SO_2R'$, $-SO_2NR'R"$, -NR'R", -NR'C(O)R", $-NR'C(O)_2R"$, $-NR'SO_2R"$, $-NR'(CO)NR"R'"$, unsubstituted or substituted C_{1-8} alkyl, unsubstituted or substituted C_{2-8} alkenyl, unsubstituted or substituted C_{2-8} alkynyl, unsubstituted or substituted C_{3-8} cycloalkyl, unsubstituted or substituted C_{6-10} aryl, unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocyclyl, or where any two of R^3, R^4 or R^5 together with the atoms which they substituted form a substituted or unsubstituted 3- to 10-membered heterocycyl.

2. The modulator of claim 1, where R^6 is hydrogen.

3. The modulator of claim 1, where R^6 is substituted or unsubstituted C_{1-8} alkyl.

4. The modulator of claim 1, where R^6 is halogen.

5. The modulator of claim 1, where R^3, R^4, and R^5 are each independently selected from the group consisting of hydrogen, -OR', and substituted or unsubstituted C_{1-8} alkyl.

6. The modulator of claim 1, where R^3, R^4, and R^5 are each independently selected from the group consisting of –OR' and hydrogen.

7. The modulator of claim 1, where R^3, R^4, and R^5 are each –OR', where R' is substituted C_{1-8} alkyl.

8. The modulator of claim 1, where R^4 and R^5 together with the atom which they substitute form substituted or unsubstituted 5- to 6-membered heterocyclyl containing 1 to 2 oxygen atoms.

9. The modulator of claim 1, where Z is CHR^1R^2 and where R^1 and R^2 together with Z form C_{3-10} cycloalkyl with 0 to 3 substituents

selected from the group consisting of halogen, -CN, -NO_2, -OH, -OR', -C(O)R', -CO_2R', -O(CO)R', -C(O)NR'R", -OC(O)NR'R", -SR', -SOR', -SO_2R', -SO_2NR'R", -NR'R", -NR'C(O)R", -NR'C(O)$_2$R", -NR'SO_2R", -NR'(CO)NR"R"', unsubstituted or substituted C_{1-8} alkyl, unsubstituted or substituted C_{2-8} alkenyl, unsubstituted or substituted C_{2-8} alkynyl, unsubstituted or substituted C_{3-8} cycloalkyl, unsubstituted or substituted C_{6-10} aryl, unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocyclyl.

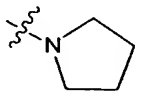
10. The modulator of claim 1, where R^1 and R^2 together with Z form a 3- to 10-membered heterocyclyl with 0 to 3 substituents selected from the group consisting of halogen, -OR, substituted or unsubstituted C_{1-8} alkyl, substituted or unsubstituted C_{1-8} alkenyl, substituted or unsubstituted C_{1-8} alkynyl, substituted or unsubstituted C_{6-10} aryl, substituted or unsubstituted 5- to 10-membered heteroaryl.

11. The modulator of claim 1, where Z is –CHR^1R^2–.

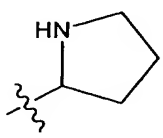
12. The modulator of claim 1, where Z is –N R^1R^2–.

13. The modulator of claim 1, where Z in combination with R^1 and R^2 is selected from the group consisting of substituted or unsubstituted morpholinyl, substituted or unsubstituted pyrrolidinyl, substituted or unsubstituted piperidinyl, and substituted or unsubstituted piperazinyl.

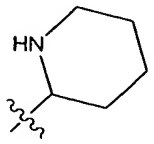
14. The modulator of claim 1, where Z is a substituted or unsubstituted group of the formula:



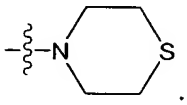
15. The modulator of claim 1, where Z is a substituted or unsubstituted group of the formula:



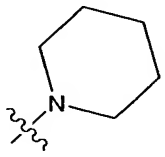
16. The modulator of claim 1, where Z is a substituted or unsubstituted group of the formula:



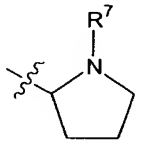
17. The modulator of claim 1, where Z is a substituted or unsubstituted group of the formula:



18. The modulator of claim 1, where Z is a substituted or unsubstituted group of the formula:



19. The modulator of claim 16, where Z is a substituted or unsubstituted group of the formula:



where R^7 is selected from the group consisting of hydrogen, -C(O)R', $-CO_2R'$, -C(O)NR'R", $-SO_2R'$, unsubstituted or substituted C_{1-10} alkyl, unsubstituted or substituted C_{1-8} alkoxyl, unsubstituted or substituted C_{2-10} alkenyl, unsubstituted or substituted C_{2-10} alkynyl, unsubstituted or substituted C_{3-10} cycloalkyl, unsubstituted or substituted C_{6-10} aryl, C6-10 aryloxy unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocyclyl.

20. The modulator of claim 1, where R^7 is substituted or unsubstituted C_{1-10} alkyl, substituted or unsubstituted C_{1-10} alkoxy , substituted or unsubstituted aryloxy, or substituted or unsubstituted C_{3-10} cycloalkyl.

21. The modulator of claim 1, where n is 1, 2, or 3.

22. The modulator of claim 1, where m is 1 or 2, and each Y is a halogen.

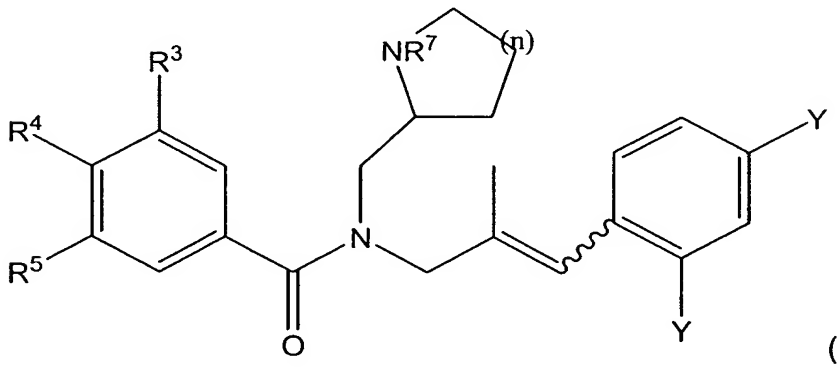
23. The modulator of claim 1, where m is 0.

24. The modulator of claim 1, where substituted alkyl, substituted alkenyl, substituted alkynyl and substituted cycloalkyl can each independently be substituted 1 to 3 times with halogen, -OR', -NR'R", -SR', -SiR'R"R"', -OC(O)R', -C(O)R', -CO_2R', -CONR'R", -OC(O)NR'R", -NR"C(O)R', -NR'-C(O)NR"R"', -NR"$C(O)_2$R', -S(O)R', -$S(O)_2$R', -$S(O)_2$NR'R", -NR'$S(O)_2$R", -CN, oxo (=O or –O-) or -NO_2, where R', R" and R"' each independently hydrogen, halogen, unsubstituted C_{1-8} alkyl, unsubstituted C_{3-6} cycloalkyl, unsubstituted C_{2-8} alkenyl, unsubstituted or C_{2-8} alkynyl, unsubstituted aryl, unsubstituted heteroaryl, unsubstituted or substituted heterocyclyl.

25. The modulator of claim 1, where substituted aryl and substituted heteroaryl can each independently be substituted 1 to 3 times with halogen, unsubstituted or substituted alkyl, unsubstituted or substituted alkenyl, unsubstituted or substituted alkynyl, unsubstituted or substituted cycloalkyl, -OR', oxo (=O or -O), -OC(O)R', -NR'R", -SR', -R', -CN, -NO_2, -CO_2R', -CONR'R", -C(O)R', -OC(O)NR'R", -NR"C(O)R', -NR"$C(O)_2$R', -NR'-C(O)NR"R"', -NH-$C(NH_2)$=NH, -NR'$C(NH_2)$=NH, -NH-$C(NH_2)$=NR', -S(O)R', -$S(O)_2$R', -$S(O)_2$NR'R", -NR'S($O)_2$R" and -N_3, where R', R" and R"' each independently hydrogen, halogen, unsubstituted C_{1-8} alkyl, unsubstituted C_{3-6} cycloalkyl, unsubstituted C_{2-8} alkenyl, unsubstituted C_{2-8} alkynyl, unsubstituted or substituted aryl, unsubstituted heteroaryl, unsubstituted heterocyclyl.

26. The modulator of claim 1, where substituted heterocyclyl can be substituted 1 to 3 times with halogen, unsubstituted or substituted alkyl, unsubstituted or substituted alkenyl, unsubstituted or substituted alkynyl, unsubstituted or substituted cycloalkyl, -OR', oxo (=O or -O), -OC(O)R', -NR'R", -SR', -R', -CN, -NO_2, -OC(O)NR'R", -NR"C(O)R', -NR"$C(O)_2$R', -NR'-C(O)NR"R"', -NH-$C(NH_2)$=NH, -NR'$C(NH_2)$=NH, -NH-$C(NH_2)$=NR', -S(O)R', -$S(O)_2$NR'R", -NR'$S(O)_2$R" and -N_3, where R', R" and R"' each independently hydrogen, halogen, unsubstituted C_{1-8} alkyl, unsubstituted or C_{3-6} cycloalkyl, unsubstituted C_{2-8} alkenyl, unsubstituted C_{2-8} alkynyl, unsubstituted aryl, unsubstituted heteroaryl, unsubstituted heterocyclyl.

27. A modulator having the structure (II):



(II),

where n=0-4

where each Y is independently hydrogen or halogen;

R^3, R^4, and R^5 are each independently R^3, R^4, and R^5 are each independently selected from the group consisting of hydrogen, halogen, and -OR';

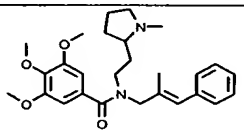
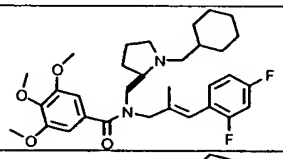
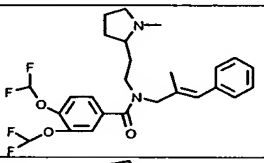
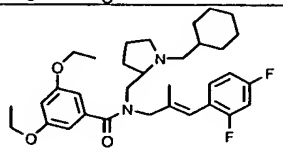
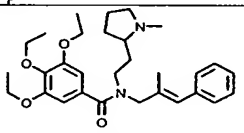
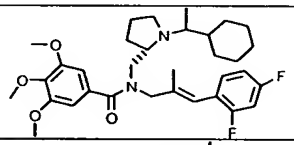
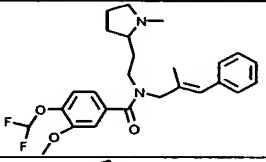
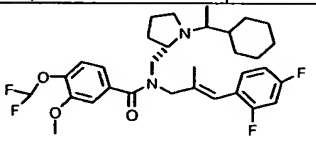
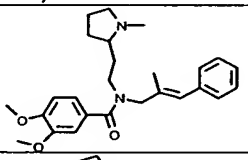
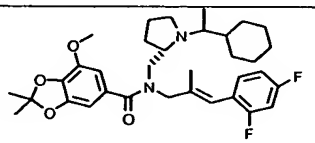
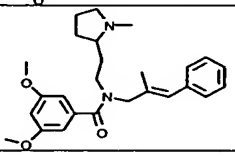
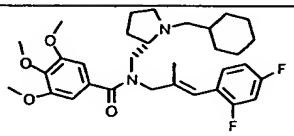
or any two of R^3, R^4, and R^5, together with the atoms which they substituted, form unsubstituted or substituted 3- to 10-membered heterocyclyl; and

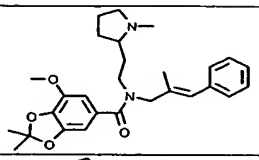
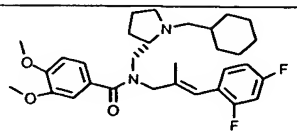
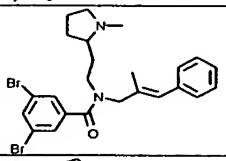
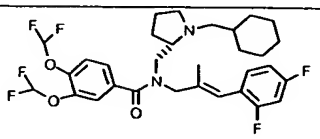
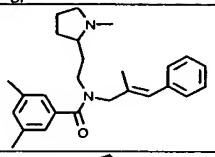
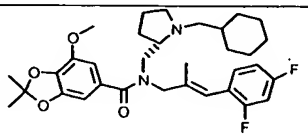
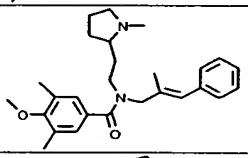
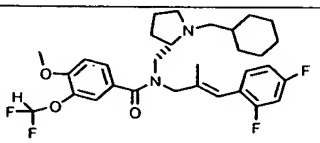
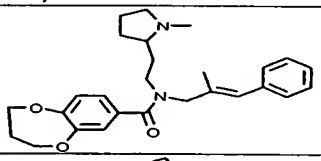
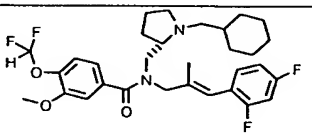
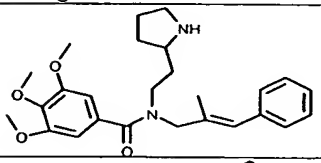
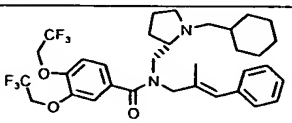
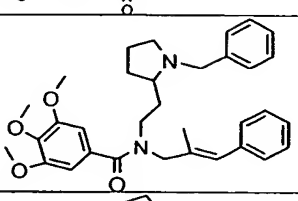
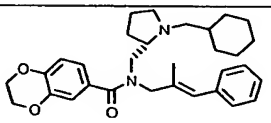
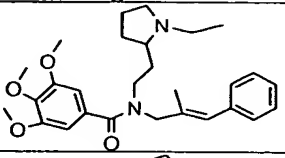
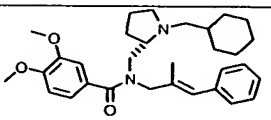
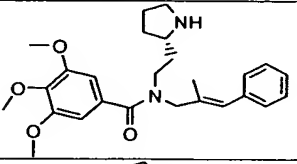
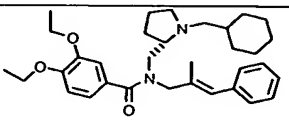
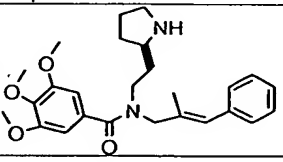
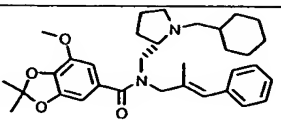
R^7 is selected from the group consisting of hydrogen, -C(O)R', -CO_2R', -C(O)NR'R", -SO_2R', unsubstituted or substituted C_{1-8} alkyl (optionally C1-8 alkoxyalkyloxy, CH2CH2OCH2CH2OMe)alkyl, unsubstituted or substituted C_{2-8} alkenyl, unsubstituted or substituted C_{2-8} alkynyl, unsubstituted or substituted C_{3-8} cycloalkyl, unsubstituted or substituted C_{6-10} aryl, unsubstituted or substituted 5- to 10-membered heteroaryl, and unsubstituted or substituted 3- to 10-membered heterocyclyl.

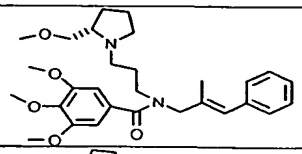
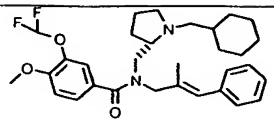
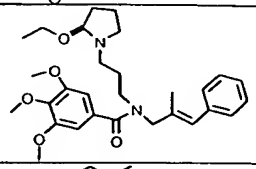
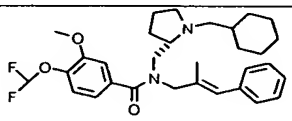
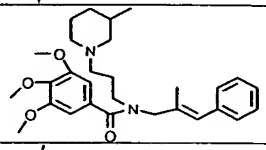
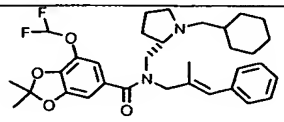
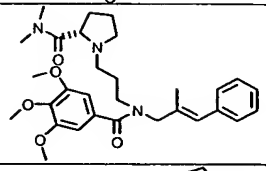
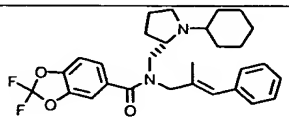
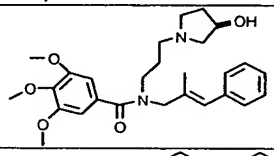
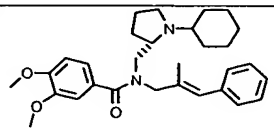
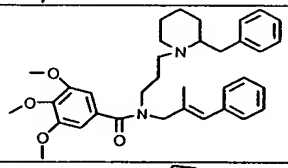
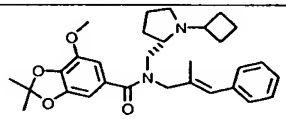
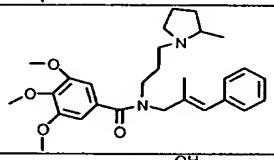
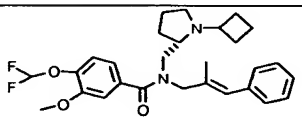
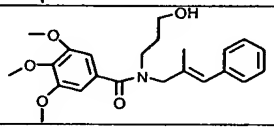
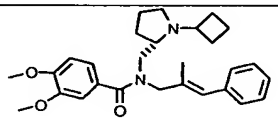
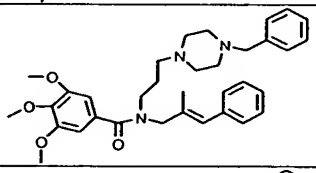
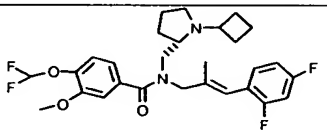
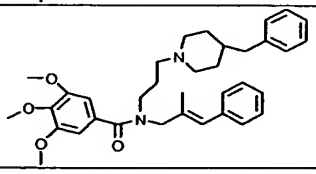
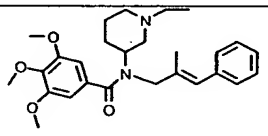
28. The modulator of claim 27, where R^7 is C_{1-8} alkoxyalkyloxy.

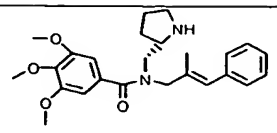
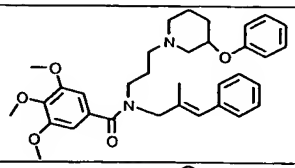
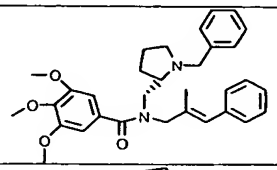
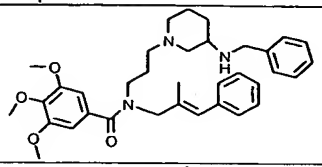
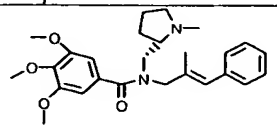
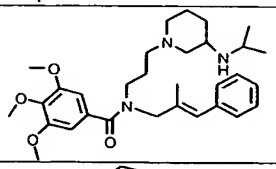
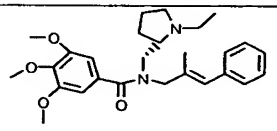
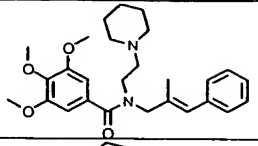
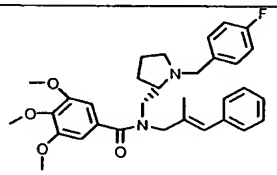
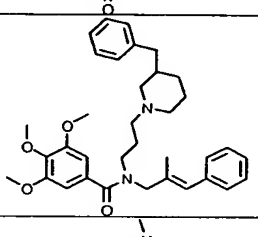
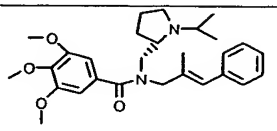
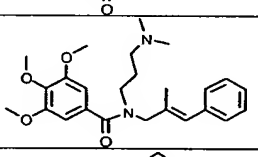
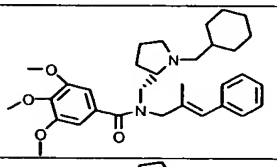
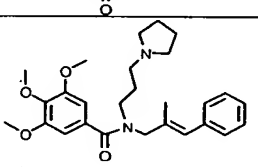
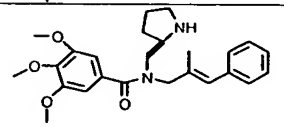
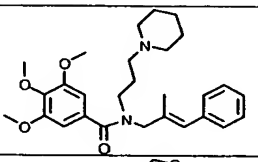
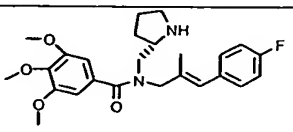
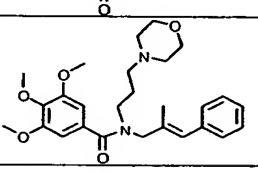
29. The modulator of claim 27, where n is 1.

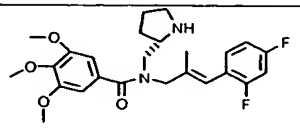
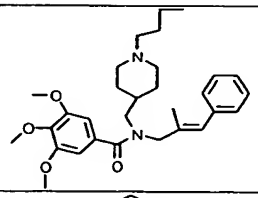
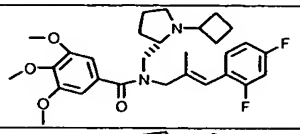
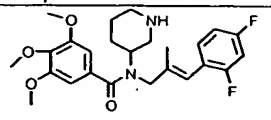
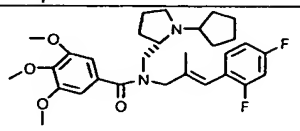
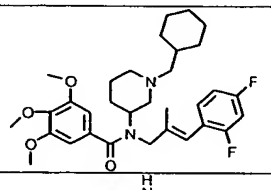
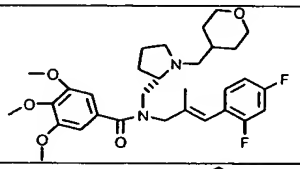
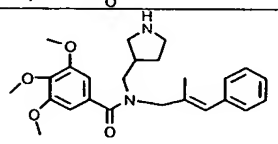
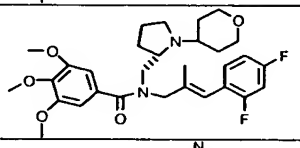
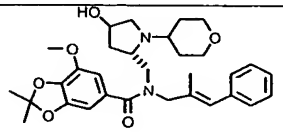
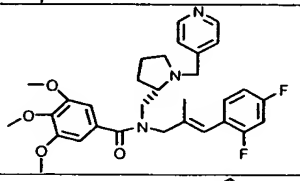
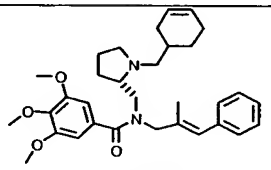
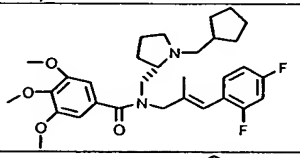
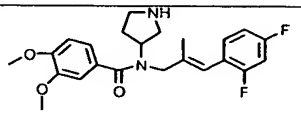
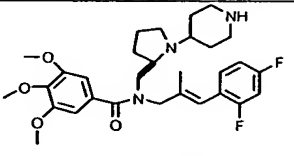
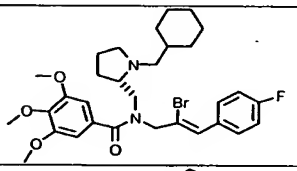
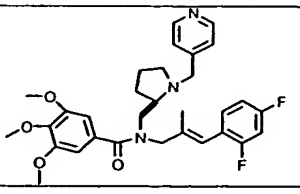
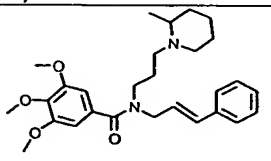
30. A modulator comprising one of the following formulae:

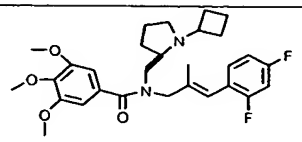
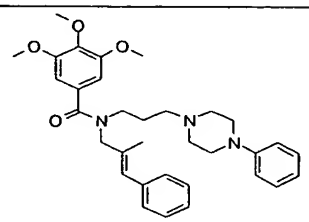
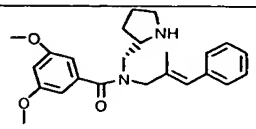
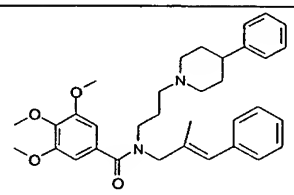
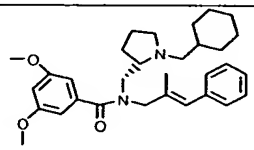
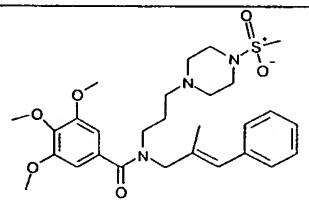
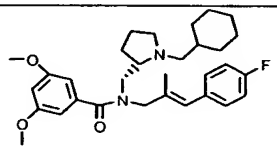
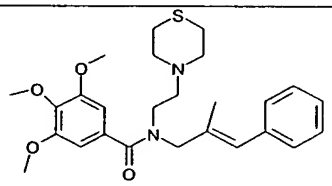
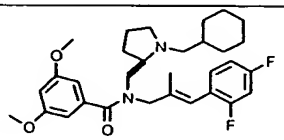
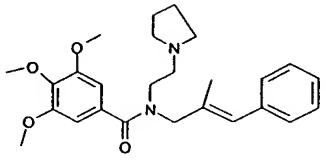
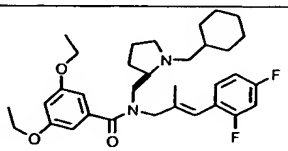
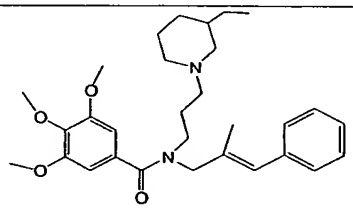
1		51	
2		52	
3		53	
4		54	
5		55	
6		56	

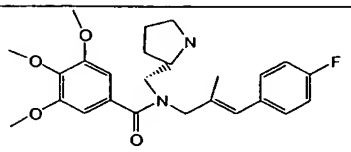
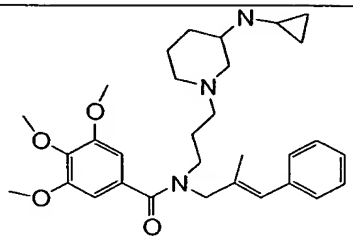
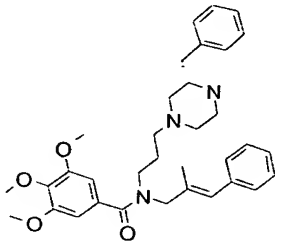
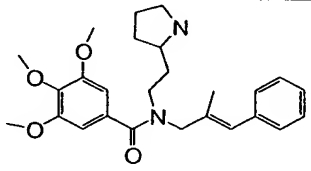
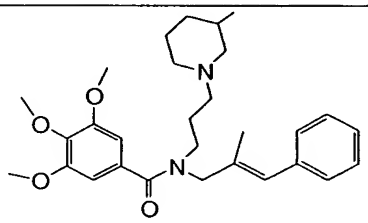
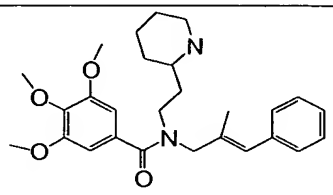
7		57	
8		58	
9		59	
10		60	
11		61	
12		62	
13		63	
14		64	
15		65	
16		66	

17		67	
18		68	
19		69	
20		70	
21		71	
22		72	
23		73	
24		74	
25		75	
26		76	

27		77	
28		78	
29		79	
30		80	
31		81	
32		82	
33		83	
34		84	
35		85	

36		86	
37		87	
38		88	
39		89	
40		90	
41		91	
42		92	
43		93	
44		94	

45		95	
46		96	
47		97	
48		98	
49		99	
50		100	

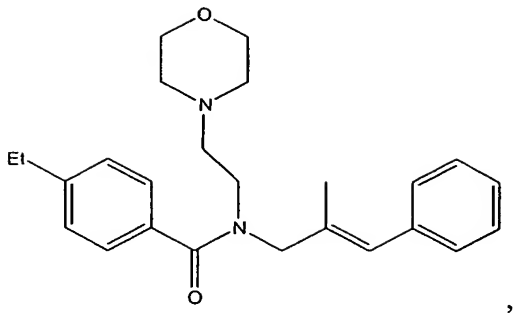
101		104	
102		105	
103		106	

31. A pharmaceutical composition comprising the modulator of claim 1 and a pharmaceutically acceptable carrier.

32. A pharmaceutical composition comprising the modulator of claim 27 and a pharmaceutically acceptable carrier.

33. A pharmaceutical composition comprising the modulator of claim 2830 and a pharmaceutically acceptable carrier.

34. A pharmaceutical composition comprising a compound of the formulae: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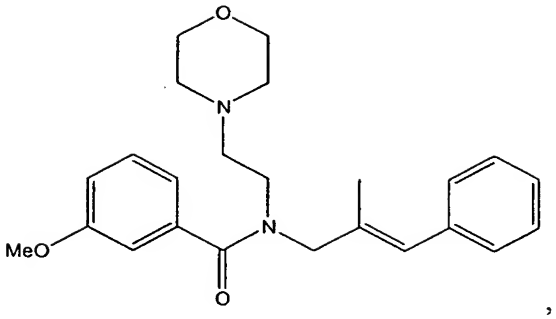
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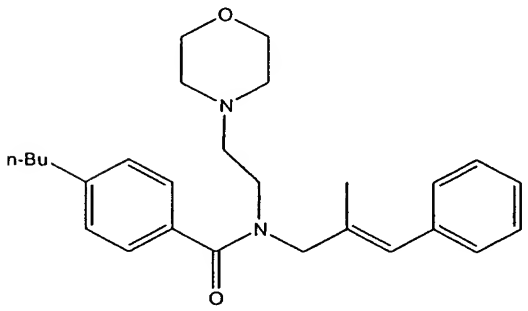
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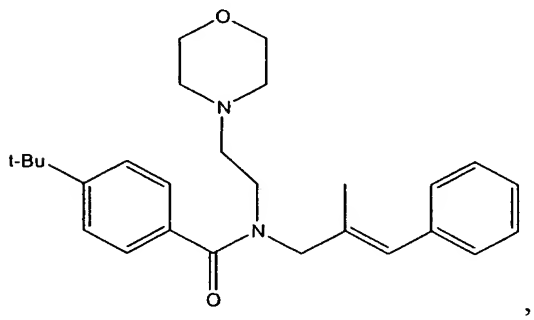
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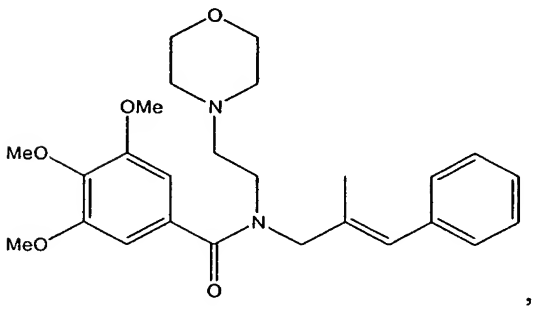
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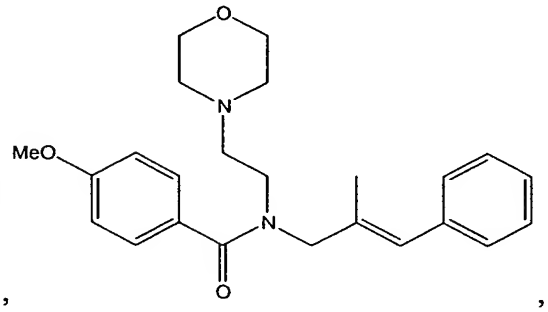
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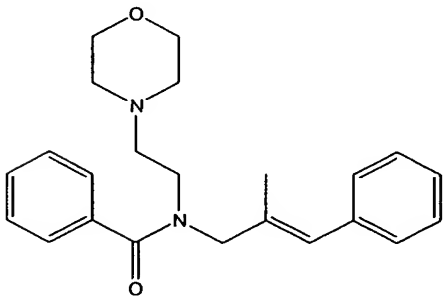
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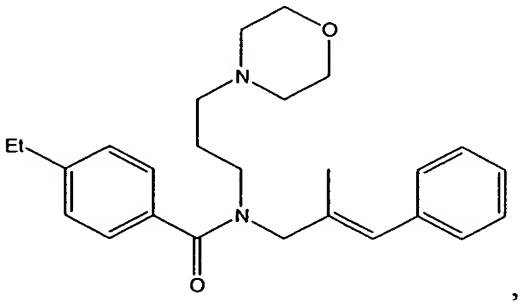
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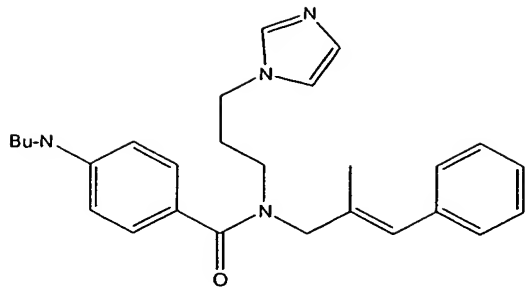

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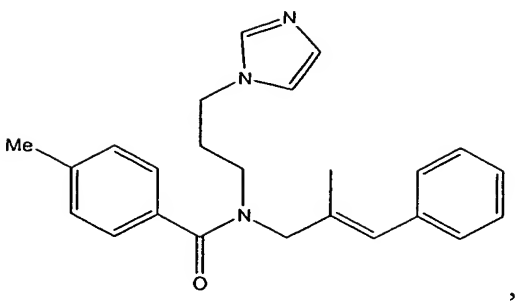

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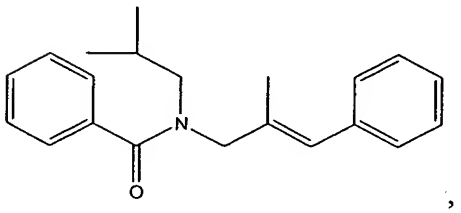

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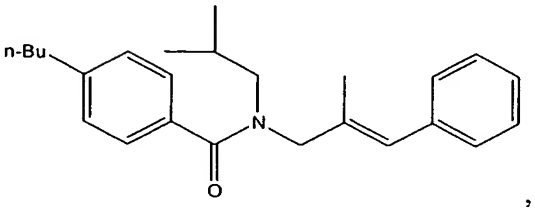

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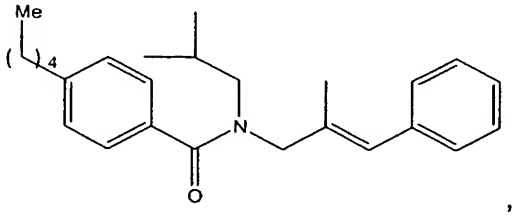

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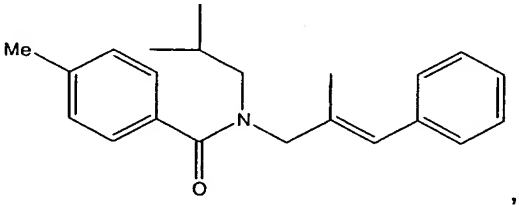

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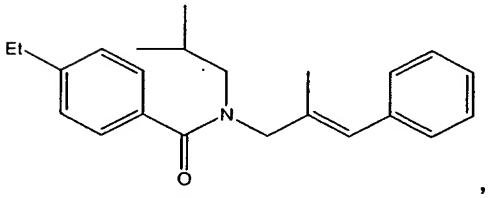

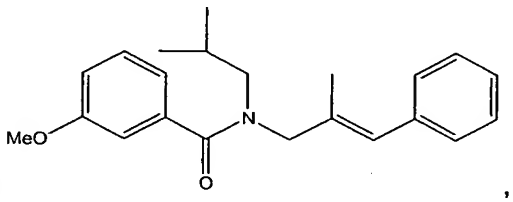

, or ,

and a pharmaceutically acceptable carrier.

35. A method of inhibiting the binding of chemokines I-TAC and/or SDF-1 to a CCXCKR2 receptor, comprising contacting the composition of claim 3234 with a cell that expresses the CCXCKR2 receptor for a time sufficient to inhibit the binding of the chemokines to the CCXCKR2 receptor.

36. A method of inhibiting the binding of chemokines I-TAC and/or SDF-1 to a CCXCKR2 receptor, comprising contacting the modulator of claim 1 with a cell that expresses the CCXCKR2 receptor for a time sufficient to inhibit the binding of the chemokines to the CCXCKR2 receptor.

37. A method of treating cancer, comprising administering a therapeutically effective amount of the composition of claim 3234 to a cancer patient for a time sufficient to treat the cancer.

38. A method of treating cancer, comprising administering a therapeutically effective amount of the modulator of claim 1 to a cancer patient for a time sufficient to treat the cancer.